

In re: ) Chapter 11  
Delphi Corporation, et al. ) Case No. 05-44481 (RDD)  
) (Jointly Administered)

Response to Notice of Motion for Order Pursuant to 11 U.S.C. §§ 105(a) and 502(c) Estimating or Provisionally Allowing Claim for Purposes of Administration of Discount Rights Offering; Sierra Liquidity Fund, LLC (Assignee); K.T.K. Steel Drum Corporation (Assignor), Claim No. 16716

from: Sierra Liquidity Fund, LLC (Assignee); K.T.K. Steel Drum Corporation (Assignor), Claim No. 16716, 2699 White Road, Ste. 255, Irvine, CA 92614, (949) 660-1144, ext. 17, fax: 949-660-0632, [saugust@sierrafunds.com](mailto:saugust@sierrafunds.com), [tgarza@sierrafunds.com](mailto:tgarza@sierrafunds.com)

to: Chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004

Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel)

Counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606 (Attn: John Wm. Butler, Jr. and John K. Lyons)

Counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Robert J. Rosenberg and Mark A. Broude)

Counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart)

Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard)

re: Sierra Liquidity Fund, LLC (Assignee); K.T.K. Steel Drum Corporation (Assignor), Claim No. 16716

date: Thursday, January 10<sup>th</sup>, 2008

Sierra Liquidity Fund, LLC ("Sierra") has received the Debtor's Response to Notice of Motion for Order Pursuant to 11 U.S.C. §§ 105(a) and 502(c) Estimating or Provisionally Allowing Claim for Purposes of Administration of Discount Rights Offering requesting that the above claim in the amount of \$26,070.60 be provisionally allowed or estimated as an Unreconciled Claim, solely for purposes of distributing the Discount Rights in the amount of \$0.00.

Sierra Liquidity Fund, LLC (Assignee) and .T.K. Steel Drum Corporation (Assignor) ("KTK") Object to this Objection.

1. This response is borne out of pure necessity. Sierra supports the Debtors' proposed plan of reorganization and is not seeking to derail its confirmation in any way. In connection with resolution of certain objections Sierra, along with other members of the Ad Hoc Trade Committee had to the Debtors' proposed plan of reorganization, Disclosure Statement and EPCA Amendment Motion, the Debtors agreed to "to use commercially reasonable efforts to reconcile, and if agreed, allow on or before the confirmation date trade claims held by" the members of the Ad Hoc Trade Committee.
2. During the past couple weeks, Sierra has worked closely with the Debtors to reach an agreement, consensually resolving and allowing all of Sierra's claims, including Claim No. 16716.
3. While the Debtors had indicated to Sierra that a stipulation and settlement agreement resolving and allowing all of Sierra's claims, including Claim No. 16716 should be able to be drafted and fully executed prior to the January 11<sup>th</sup>, 2008 objection deadline, as of today, January 10<sup>th</sup>, 2008, no such stipulation and settlement agreement has been delivered to Sierra for signature.
4. As such, in an abundance of caution, Sierra is filing this objection response to the Notice of Motion for Order Pursuant to 11 U.S.C. §§ 105(a) and 502(c) Estimating or Provisionally Allowing Claim for Purposes of Administration of Discount Rights Offering.
5. In the event, Sierra is able, as we hope, to reach an agreement with the Debtors resolving and allowing all of Sierra's claims, including Claim # 16716, then Sierra will withdraw this response.

Please contact any of the following at your earliest convenience to resolve the objection.

Sierra Liquidity Fund, LLC Assignee and Attorney-In-Fact for K.T.K. Steel Drum Corporation.

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